

International Congress of Infant Studies, Inc.

By-Laws

Adopted: July 12, 1990
Amended: January 31, 1998
Amended: May 7, 2004
Amended: 2015
Amended: February 2020
Amended: January 2022

ARTICLE I – NAME AND PURPOSE

The International Congress of Infant Studies, Inc. (hereafter called the Society) is organized as a not-for-profit corporation under the laws of the state of Maryland for scientific, charitable, and educational purposes with the following mission:

The International Congress of Infant Studies is committed to advancing an understanding of infant learning and development across the globe through the creation, dissemination and promotion of leading edge science.

ARTICLE II – MEMBERSHIP

Section 1. The membership of the Society shall consist of multiple membership classes. The dues and qualifications for each membership class shall be as determined by the Board of Directors.

Section 2. Anyone with an advanced degree (beyond B.A. or equivalent degree) in any discipline related to infant development is eligible to apply for membership in the Society.

Section 3. Members in good standing shall have the right to stand for election, serve on committees, be considered for awards, vote on Society initiatives and in elections and receive any other member benefits as may be provided from time-to-time by the Society.

Section 4. The Board of Directors has the right to accept or reject applications for membership.

Section 5. Membership will end as a result of:

- A. the decease of the member;
- B. failure to pay annual dues.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Board of Directors. The Board of Directors (hereafter called the Board) will consist of 14 Directors comprising an Executive Committee of five (5) Officers (Past President, President, President-Elect, Secretary and Treasurer) and nine (9) Members-at-Large.

Six (6) Members-at-Large will be elected to represent the diversity of the membership, and represent the international nature of the Congress, as follows:

- Two (2) members from North America;

- Two (2) members from Europe;
- One (1) member from Australasia;
- The final member can be from any region.

Two (2) Members-at-Large will be elected to serve in specific roles, as follows:

- One (1) member-at-large will be elected to serve as Communication Committee Chair to coordinate the Society's communications activities;
- One (1) Member-at-Large will be elected to serve as Partnerships Committee Chair to facilitate relationships with foundations and organizations, with the dual goals of representing the society in the international community of organizations focused on developmental science (e.g., the International Consortium of Developmental Science Societies) and procuring financial support for the congress activities.

One (1) Member-at-Large will be appointed to serve as the Undergraduate Committee Chair

- The position may be shared by two individuals; however, the position represents only a single position and vote on the Board of Directors.

Board members shall take office at the end of the Society's biennial meeting in the year in which they are elected or appointed.

Section 2 – Board Elections. With the exception of the President and Past President who serve in their roles through automatic progression, and the Undergraduate Committee Chair, who is appointed, all Directors shall be elected by majority vote of the Membership. The election will be conducted by electronic mail ballot and shall commence no later than 90 days prior to the biennial meeting.

The Undergraduate Committee Chair will be appointed by the Executive Committee, in consultation with the Members at Large. Within 6 months of end of the current Undergraduate Committee Chair's term, the President will solicit nominations, and may delegate this duty to the Nominations Committee.

Section 3 – Term of Office. The President-Elect shall be elected to serve a two-year term before automatic progression to a two-year term as President and a subsequent two-year term as Past President. The Secretary and Treasurer shall be elected for six-year terms in alternate two-year periods. Each Member-at-Large will be elected for or appointed to six-year terms; every two years, 2 or 3 Members-at-Large are elected for six-year terms.

In the event of an Officer's early departure from office the Board will name an interim director, from amongst the existing board members, who will serve until the next election.

In the event of early departure from office, or to serve the needs of the society (i.e. to ensure staggered appointments remains balanced) Member-at-Large directors may be elected for terms of less than six (6) years.

No member of the Board may serve for two consecutive terms in the same office.

Section 4 – Specific Duties of the Board of Directors. The duties of the Board shall be to conduct the business of the Society, including, but not limited to:

- Formulating policy and referring policy decisions to the Membership for approval;
- Selecting chairpersons for standing committees and other committees established by the Board;
- Soliciting nominations and preparing election slates for Board Member elections and confirming election results;
- Selecting the Editor of any journal publications sponsored by the Society;

- Entering into contracts with external organizations to assist with the management of the Society. Such an agreement will require a majority vote by the Board for any contracts and amendments.

Section 5 – General Powers of the Executive Committee. The Board hereby delegates the management of the business and affairs of the Society to the Executive Committee. The Executive Committee shall be responsible for the formulation of policy and for general supervision of the affairs of the Society.

Section 6 – Regular Board of Director Meetings. The Board will meet a minimum of two (2) times each year. Meetings will be either held in-person or by electronic means, scheduled for such places and times as the President shall determine. In-person meetings are expected to take place during the Biennial Conference and at other meetings (i.e. SRCD), that is attended by most members of the Board. Board Members are expected to attend all meetings, and any Board Member who does not attend at least one Board Meeting per year may be asked to forfeit their position on the Board.

Section 7 – Special Meetings. Special Meetings of the Board may be called by or at the request of the President or any two Members of the Board. The request shall state the purpose or purposes of such a meeting and the matters proposed to be acted on there at. The President will schedule the requested meeting within 30 days of receiving the request for a Special Meeting.

Section 8 – Meeting Notice. Not less than ten (10) nor more than forty-five (45) days before the date of an Annual Meeting or Special Meeting of the Board of Directors, the Secretary shall give to each Board member written notice sent by electronic mail, stating the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, either.

Section 9 – Quorum. A majority of the members of the Board (7 of 13 Directors), either present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 10 – Manner of Acting. The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by law or by these bylaws.

Section 11 – Parliamentary Rules. The parliamentary rules as laid down in Robert's Rule of Order shall govern all deliberations when not in conflict with these by-laws.

Section 12 – Compensation. Members of the Board shall not receive compensation for their services.

Section 13 – Resignations. Any Board member may resign at any time by giving written notice to the Board or to the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 14 – Action without a Meeting. Any action which is required to be taken, or which may be taken, at a meeting of the Board, may be taken without a meeting if consent in writing or by electronic mail is given by a majority of the Board members setting forth the action to be taken. The consenting majority must include the President and President-Elect. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE IV – DUTIES OF THE OFFICERS

Section 1 – President. The President of the Society shall serve as Chair of the Board, set the annual board calendar and preside at all meetings of the Society. The President will also represent the Society to any external agency or organization. The President shall be authorized to fill any vacancies that may occur on committees for the remainder of the unexpired terms and shall perform such other duties as are incident to the office or as may be properly required by vote of the membership of the Board or the Society.

Section 2 – Past President. The Past President shall chair the Nominations Committee, serve as a voting member of the Publications Committee, and shall have other duties as the President and the Board shall assign.

Section 3 – President-Elect. The President-Elect shall chair meetings of the Board and the Society in the absence of the President and shall have other duties as the President and the Board shall assign. They shall also appoint a Program Chair for the Biennial Meeting that occurs during the term they will be President.

Section 4 – Secretary. The Secretary shall be the recording officer of the Society for all meetings of the Society. The Secretary shall serve as a voting member of the Publications Committee. The Secretary shall record and report transactions of the Board and the Society and shall perform such other duties as may be assigned by the Board. The Secretary will make a written report on the organization and activities of the Board and the Society to the membership at its regular Biennial Meeting.

Section 5 – Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Society, and will work with the Society's business agent to receive and give receipts for monies due and payable to the Society, deposit all such monies in the name of the Society, pay all legal debts and obligations of the Society, and supervise preparation of all legal financial obligations of the society, including the filing of US Income Taxes and annual Non-Profit Corporation documents. The Treasurer will prepare an annual report for the Board detailing all financial operations of the society and will provide a detailed report of the society's financial operations to the membership at its regular Biennial Meeting.

ARTICLE V – DUTIES OF THE MEMBERS-AT-LARGE

The members-at-large will represent the Society and be responsible for attending the Board meetings whether they be held electronically or in-person. The members-at-large will be expected to participate in standing and/or ad hoc committees. Members-at-large shall Chair or serve on one or more standing or ad hoc committees during their entire tenure on the board, as assigned by the President and the Board.

ARTICLE VI - COMMITTEES

The Board has the right to establish and strike, standing and ad-hoc committees as necessary for the regular business of the Society. Terms of reference must be developed for all committees to clarify the purpose and expectations of the committee and for ad-hoc committees the terms of reference must include the date when the committee will be struck. Ad-hoc committees may include Membership, Undergraduate, Sponsors/Vendors, Partnerships, and Communications. There shall be four standing committees of the Society as follows:

Section 1 – Program Committee. Under the direction of a Board approved Program Chair the Program Committee will oversee the planning, development, confirmation and implementation of the Scientific Program for the Biennial Meeting of the Society. The appointment of the Program Chair shall be made a

minimum of two years in advance of the meeting. The Program Chair shall appoint a committee following the Society's guidelines, which may include a student member of the Society, to assist in the development of the scientific program.

Section 2 – Publications Committee. The Publications Committee shall consist of the Secretary, the Past President, and two members appointed by the Board. Editors and Publishers of all publications sponsored by the society shall serve ex-officio on the Publications Committee. The Publications Committee shall oversee all publications sponsored by the Society and make recommendations to the Board regarding publications deemed in the best interests of the Society.

Section 3 – Nominations Committee. The Nominations Committee shall consist of the Past President, President and two (2) other members of the Board. The Past President shall chair the committee. The nominations committee will solicit and make nominations for Board vacancies for each biennial election, and from the pool of nominees, will create a slate of candidates to present to the membership for election.

Section 4 – Awards Committee. The Awards Committee, chaired by a Board Member, shall consist of at least 2 other members of the society, who may or may not be members of the Board of Directors. The members will be approved by a majority vote of the Board of Directors. This committee will oversee the nominations for and selection of awardees for all awards given by the society.

Section 4 – Undergraduate Committee. The Undergraduate Committee, chaired by the Board Member appointed to this role, shall consist of other members of the society, who may or may not be members of the Board of Directors. The committee will oversee all initiatives relating to undergraduate students.

ARTICLE VII - PUBLICATIONS

The Society shall issue such regular and occasional publications as it deems necessary in the achievement of its purposes.

Section 1. All publications of the Society shall be under the general supervision of the Publications Committee, subject to approval of the Board.

Section 2. The Board shall appoint an Editor for each of the official publications of the Society and shall determine the conditions of terms of office, compensation, and staff for each publication and each Editor.

Section 3. An Editor shall be responsible for the editorial management of a given publication. The Editor shall be authorized to appoint such consulting editors as may be required. The Editor shall have the right to reject for publication any paper submitted and is bound only by policies established by the Publications Committee and approved by the Board and by any budget determined by the Board.

ARTICLE VIII - AMENDMENTS

Section 1. These Bylaws may be amended by a majority affirmative vote of those voting in referendum submitted by mail or electronic mail to the Membership of the Society or conducted at the Biennial Meeting of the Society.

Section 2. Amendments may be proposed by majority vote of the Board or by petition of at least five percent of the Membership of the Society.

ARTICLE IX – DISSOLUTION

Section 1. In the event of the dissolution or final liquidation of the Society, none of the property of the Society nor any proceeds thereof shall be distributed to or divided among any of the Directors or Officers of the Society or inure to the benefit of any individual.

Section 2. After all liabilities and obligations of the Society have been paid, satisfied and discharged, or adequate provisions made thereof, all remaining property and assets of the Society shall be distributed to one or more organizations designated (i) pursuant to a plan of distribution adopted as provided for in the laws of the State of Maryland, or (ii) if there be no appropriate plan of distribution, as a court, pursuant to the provisions of the laws of the State of Maryland, may direct; provided, however, such property shall be distributed only to organizations which shall comply with all of the following conditions:

- A. Such organization shall be organized and operated exclusively for charitable, scientific or educational purposes;
- B. Transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate or death taxes (by whatever name called);
- C. Such organization shall be exempt from Federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax law); and
- D. Contributions to such organizations shall be deductible by reason of Section 170 of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax law).